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- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtor.	:	(Jointly Administered)
	:	
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NOTICE OF ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY
CONTRACT OR UNEXPIRED LEASE TO PURCHASERS IN CONNECTION WITH
SALE OF CATALYST BUSINESS

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. § 363 And Fed. R. Bankr. P.
2002 And 9014 (i) Approving Bidding Procedures, (ii) Granting Certain Bid Protections, (iii)
Approving Form And Manner Of Sale Notices, And (iv) Setting A Sale Hearing (the

"Bidding Procedures Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on June 29, 2007, Delphi Corporation ("Delphi") and certain of its affiliates, including certain affiliated chapter 11 Debtors as set forth in the Agreement (the "Selling Debtor Entities")¹ have entered into a Master Sale And Purchase Agreement ("Agreement") with Umicore and certain of its affiliates (the "Purchasers") for the purchase of substantially all of the assets exclusively used in the catalyst business of Delphi Corporation.

2. Pursuant to the terms of the Agreement and subject to completion of a competitive bidding process described in the Bidding Procedures Order and the attachments thereto, the Selling Debtor Entities will seek to assume and assign the prepetition contracts (the "Assumed Contracts") and assign the postpetition contracts (the "Postpetition Contracts") listed on Exhibit 1 hereto to the Purchasers at the hearing to be held at 10:00 a.m. (prevailing Eastern time) on August 16, 2007 (the "Sale Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

3. Objections, if any, to the assumption and assignment of an Assumed Contract must (a) be in writing, (b) state with specificity the reasons for such objection, (c) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order") and the Amended

¹ Under the Agreement, the Selling Debtor Entities include Delphi, Delphi Automotive Systems (Holding) Inc., Delphi Automotive Systems LLC, Exhaust Systems Corporation, Environmental Catalysts, LLC, Delphi Technologies, Inc., ASEC Manufacturing General Partnership, and ASEC Sales General Partnership. Certain assets will be sold under the Agreement by non-debtor affiliates of the Selling Debtor Entities listed on Schedule 1 to the Agreement. The Selling Debtor Entities and the selling non-Debtor affiliates are collectively referred to as the "Sellers."

Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered October 26, 2006 (Docket No. 5418) (together with the Supplemental Case Management Order, the "Case Management Orders"), (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (f) be served in hard-copy form so it is actually received within ten days after the date of this Notice upon (i) Delphi Automotive Systems LLC, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: Legal Staff), (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: Deputy General Counsel, Transactions & Restructuring), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John K. Lyons and Brian M. Fern), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vii) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (viii) counsel for the Purchasers, Goodwin Procter LLP, 901 New York Avenue, N.W., Washington, DC 20001 (Att'n: J. Hovey Kemp), and (ix) the Office of the United States

Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard).

4. If an objection to the assumption and assignment of an Assumed Contract is timely filed and received, a hearing with respect to the objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at the Sale Hearing or such date and time as the Court may schedule. If no objection is timely received, the non-Debtor party to the Assumed Contract will be deemed to have consented to the assumption and assignment of the Assumed Contract and will be forever barred from asserting any other claims, including, but not limited to, the propriety or effectiveness of the assumption and assignment of the Assumed Contract, against the Selling Debtor Entities or the Purchasers, or the property of either of them.

5. Pursuant to 11 U.S.C. § 365, there is adequate assurance of future performance that the Cure Amount set forth in the Cure Notice will be paid in accordance with the terms of the Sale Approval Order. Further, there is adequate assurance of the Purchasers' future performance under the executory contract or unexpired lease to be assumed and assigned because of the significant resources of the Purchasers.

6. Prior to the Closing Date, the Selling Debtor Entities may amend their decision with respect to the assumption and/or assignment of any Assumed Contract or Postpetition Contract and provide a new notice amending the information provided in this Notice.

Dated: New York, New York
July 18, 2007

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT 1

ALL AMERICAN FIRE SYSTEMS, INC.
21125 EAST 480 ROAD
CLAREMORE, OK 74017

Contract to be assumed and/or assigned:
<p>Purchase Order No. M41384</p>

EXHIBIT 1

ALLIEDSIGNAL INC
VICE PRESIDENT AND GENERAL COUNSEL ENGINEERED MATERIALS
101 COLUMBIA ROAD
MORRISTOWN, NJ 07962

Contract to be assumed and/or assigned:
<p>Sales Transfer Agreement among AlliedSignal, General Motors Corporation, Exhaust Systems of GM, AlliedSignal Environmental Catalysts Inc., AlliedSignal Automotive de Mexico S.A. de C.V. and Financiere AlliedSignal SA dated November 4, 1994</p>

EXHIBIT 1

ALLIEDSIGNAL INC
VICE PRESIDENT AND GENERAL COUNSEL ENGINEERED MATERIALS
101 COLUMBIA ROAD
MORRISTOWN, NJ 07962

Contract to be assumed and/or assigned:
<p>Manufacturing Transfer Agreement among AlliedSignal, General Motors Corporation, Exhaust Systems of GM, AlliedSignal Environmental Catalysts Inc., AlliedSignal Automotive de Mexico S.A. de C.V. and Financiere AlliedSignal SA dated November 4, 1994</p>

EXHIBIT 1

APPLIED CONTROLS CORPORATION
PO BOX 1526
BROKEN ARROW, OK 74013-1526

Contract to be assumed and/or assigned:
<p>Delphi Automotive Systems Confidentiality Agreement with Applied Controls Corp. dated 6/30/2002</p>

EXHIBIT 1

BRUKER AXIS INC.
19 FORTUNE DR
BILLERICA, MA 01821

Contract to be assumed and/or assigned:
<p>Purchase Order No. 22388</p>

EXHIBIT 1

BSI INSPECTORATE PRECIOUS METALS
12000 AERO SPACE ST 200
HOUSTON, TX 77034

Contract to be assumed and/or assigned:
<p>Purchase Order No. 21046</p>

EXHIBIT 1

CHRYSLER CORP
MR LAWRENCE R BISKNER
MANUFACTURING GROUP ACCOUNTING
7150 METROPOLITAN PKWY
STERLING HEIGHTS, MI 48312

Contract to be assumed and/or assigned:
<p>Long Term Productivity Agreement between DaimlerChrysler Corporation and Delphi Energy & Chassis Systems dated 1/7/2007</p>

EXHIBIT 1

CLIENTELE
8100 SW NYBERG RD
TUALATIN, OR 97062

Contract to be assumed and/or assigned:
<p>Purchase Order No. 21893</p>

EXHIBIT 1

CONTRARIAN FUNDS LLC AS ASSIGNEE OF
ARAMARK UNIFORM & CAREER APPAREL INC
DBA ARAMARK UNIFORM SERVICES
ATTN: ALPA JIMENEZ
STAR SOURCE MANAGEMENT SERVICES
411 W PUTNAM AVE STE 225
GREENWICH, CT 06830

Contract to be assumed and/or assigned:
<p>Purchase Order No. 18316</p>

EXHIBIT 1

CORNING INCORPORATED
CORPORATE SECRETARY
ONE RIVERFRONT PLZ
CORNING, NY 14831

Contract to be assumed and/or assigned:
<p>Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005. Addendum to the Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005</p>

EXHIBIT 1

CORNING INCORPORATED
RON ROGERS
50 W BIG BEAVER RD
TROY, MI 48084

Contract to be assumed and/or assigned:
<p>Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005. Addendum to the Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005</p>

EXHIBIT 1

CORNING INCORPORATED
AP 01 E8B
CORNING, NY 14831

Contract to be assumed and/or assigned:
<p>Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005. Addendum to the Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005</p>

EXHIBIT 1

CORNING INCORPORATED
CORPORATE SECRETARY
ONE RIVERFRONT PLZ
CORNING, NY 14831

Contract to be assumed and/or assigned:
<p>Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005. Addendum to the Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005</p>

EXHIBIT 1

CORNING INCORPORATED
RON ROGERS
50 W BIG BEAVER RD
TROY, MI 48084

Contract to be assumed and/or assigned:
<p>Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005. Addendum to the Delphi Automotive Systems Long Term Contract between Corning Incorporated and Delphi Automotive Systems LLC through its Energy & Chassis Division dated May 1, 2005</p>

EXHIBIT 1

DAVID MATTHEWS
1317 S. 77TH E AVE
TULSA, OK 74112

Contract to be assumed and/or assigned:
<p>Purchase Order No. 22257</p>

EXHIBIT 1

DAVID MAYFIELD CONSTRUCTION COMPANY
1298 HIGHWAY 13
CUNNINGHAM, TN 37052

Contract to be assumed and/or assigned:
<p>Delphi Automotive Systems Confidentiality Agreement with Joe Mayfield Construction Co. Inc. dated 6/3/2002</p>

EXHIBIT 1

DELL FINANCIAL SERVICES
99355 COLLECTION CENTER DR
CHICAGO, IL 60693

Contract to be assumed and/or assigned:
<p>Purchase Order No. 22748</p>

EXHIBIT 1

FIRST AMERICAN CAPITAL MGMT. GROUP
527 MARQUETTE AVE. SOUTH
1600 RAND TOWER
MINNEAPOLIS, MN 55402

Contract to be assumed and/or assigned:
<p>Purchase Order No. 12834, 12999, 15588 & M29398</p>

EXHIBIT 1

GENERAL MOTORS CORPORATION
POWERTRAIN DIVISION
777 JOSLYN AVE
PONTIAC, MI 48348

Contract to be assumed and/or assigned:
<p>Purchase and Sale Agreement among General Motors Corporation, Exhaust Systems Corporation, Environmental Catalysts, LLC, AlliedSignal Environmental Catalysts, Inc. and Allied Signal, Inc. dated June 22, 1998</p>

EXHIBIT 1

GM CORPORATION POWERTRAIN
777 JOSLYN AVE
PONTIAC, MI 48340-2925

Contract to be assumed and/or assigned:
<p>Consignment Agreement for Platinum Group Metal between GMC and ASEC owned by Exhaust Systems Incorporated and Environmental Catalyst, LLC dated 12/20/2000; First Amendment dated March 24, 2001 to Consignment Agreement for Platinum Group Metals between GM and ASEC dated December 21, 2000</p>

EXHIBIT 1

HARLEY FINANCIAL SERVICES
PO BOX 702904
TULSA, OK 74170-2904

Contract to be assumed and/or assigned:
<p>Purchase Order No. 19516</p>

EXHIBIT 1

HASLER LEASING/GE CAPITAL CORP
3000 LAKESIDE DR SUITE 200N
BANNOCKBURN, IL 60015

Contract to be assumed and/or assigned:
<p>Purchase Order No. 19218</p>

EXHIBIT 1

HERITAGE CRYSTAL CLEAN
PO BOX 68123
INDIANAPOLIS, IN 46268

Contract to be assumed and/or assigned:
<p>Purchase Order No. M41277</p>

EXHIBIT 1

HOLLY EQUIPMENT SALES
8180 EAST 46TH STREET
TULSA, OK 74145

Contract to be assumed and/or assigned:
<p>Purchase Order No. 21226</p>

EXHIBIT 1

JET SPECIALTY
4339 S. 93RD, EAST AVE.
TULSA, OK 74145

Contract to be assumed and/or assigned:
<p>Delphi Automotive Systems Confidentiality Agreement with Jet Specialty dated 5/22/2002</p>

EXHIBIT 1

KELLY TEMPORARY SERVICES
3121 UNIVERSITY DR STE 160
AUBURN HILLS, MI 48326

Contract to be assumed and/or assigned:
<p>Purchase Order No. 19938</p>

EXHIBIT 1

KUNZ JANITORIAL
7835 S GRANITE AVE
TULSA, OK 74136

Contract to be assumed and/or assigned:
<p>Purchase Order No. M41402</p>

EXHIBIT 1

LESTER ASSOCIATES
P.O. BOX 354
CHATHAM, NJ 07928

Contract to be assumed and/or assigned:
<p>Purchase Order No. 19513</p>

EXHIBIT 1

MIDLAND RECYCLING
MIDAMERICA RECYCLING
2742 S.E. MARKET ST.
DES MOINES, IA 50317

Contract to be assumed and/or assigned:
<p>Purchase Order No. 15982</p>

EXHIBIT 1

MITSUBISHI MOTORS CORPORATION
33-8 SHIBA 5-CHOME
MINATO-KU
TOKYO, 108
JAPAN

Contract to be assumed and/or assigned:
<p>General Agreement For Purchase Of Catalyst between Automotive Products Division, UOP Inc. and Mitsubishi Motors Corporation dated 7/12/1982 along with Amendments thereto dated 1/6/1988 and 10/21/1994</p>

EXHIBIT 1

NANOSTELLER INC.
3696 HAVEN AVENUE
REDWOOD CITY, CA 94063

Contract to be assumed and/or assigned:
<p>Proprietary Information Agreement between Nanostellar, Inc. and Delphi Corporation (along with its affiliates ASEC Manufacturing General Partnership and ASEC Sales General Partnership) dated January 5, 2006</p>

EXHIBIT 1

PERKIN ELMER LLC
761 MAIN AVE
MAIL STATION 10
NORWALK, CT 06859-0010

Contract to be assumed and/or assigned:
<p>Purchase Order No. 19863</p>

EXHIBIT 1

PERKIN ELMER LLC
PO BOX 101668
ATLANTA, GA 30392-1668

Contract to be assumed and/or assigned:
<p>Purchase Order No. 19863</p>

EXHIBIT 1

PREMIER MANUFACTURING SUPPORT SVC
2828 HIGHLAND AVE.
CINCINNATI, OH 45212

Contract to be assumed and/or assigned:
<p>Purchase Order No. M41284</p>

EXHIBIT 1

PREMIER MANUFACTURING SUPPORT SVC
PO BOX 73287
CHICAGO, IL 60673-7287

Contract to be assumed and/or assigned:
<p>Purchase Order No. M41284</p>

EXHIBIT 1

SEBRING SYSTEMS TECHNICAL, INC.
9726 EAST 42ND STREET
SUITE 201
TULSA, OK 74146

Contract to be assumed and/or assigned:
<p>Purchase Order No. 22420</p>

EXHIBIT 1

SECURENET INC.
12211 EAST 52ND STREET SOUTH
SUITE 301
TULSA, OK 74146

Contract to be assumed and/or assigned:
<p>Purchase Order No. 22625</p>

EXHIBIT 1

SECURITAS
12672 COLLECTIONS CENTER DR
CHICAGO, IL 60693

Contract to be assumed and/or assigned:
<p>Purchase Order No. 22017</p>

EXHIBIT 1

SECURITAS COMPANIES
12672 COLLECTIONS CENTER DR
CHICAGO, IL 60693

Contract to be assumed and/or assigned:
<p>Purchase Order No. 22017</p>

EXHIBIT 1

SIEMENS WATER TECHNOLOGY CORP.
9410 EAST 51ST STREET
SUITE V
TULSA, OK 74145

Contract to be assumed and/or assigned:
<p>Purchase Order No. 19270, 19278 & 19279</p>

EXHIBIT 1

SOUTHERN MATERIAL HANDLING COMPANY
PO BOX 470890
8118 E. 44TH STREET
TULSA, OK 74147-0890

Contract to be assumed and/or assigned:
<p>Purchase Order No. 17846</p>

EXHIBIT 1

STARSOURCE MANAGEMENT SERVICES
24301 CATHERINE INDUSTRIAL DR
SUITE 124
NOVI, MI 48375

Contract to be assumed and/or assigned:
<p>Purchase Order No. 18316</p>

EXHIBIT 1

STERICYCLE INC
PO BOX 9001588
LOUISVILLE, KY 40290-1588

Contract to be assumed and/or assigned:
<p>Purchase Order No. 20638</p>

EXHIBIT 1

STERICYCLE INC
PO BOX 9001590
LOUISVILLE, KY 40290-1590

Contract to be assumed and/or assigned:
<p>Purchase Order No. 20638</p>

EXHIBIT 1

T MOBILE WIRELESS
ATTN: BANKRUPTCY DEPT
PO BOX 3410
BELLEVUE, WA 98015

Contract to be assumed and/or assigned:
<p>Account No. 313-858-725</p>

EXHIBIT 1

T-MOBILE
PO BOX 790047
ST LOUIS, MO 63179-0047

Contract to be assumed and/or assigned:
<p>Account No. 313-858-725</p>

EXHIBIT 1

TRI-PRO CONSULTING
DAVID MILUM II
202-B PRINGLE CIRCLE
GREEN COVE SPRINGS, FL 32043

Contract to be assumed and/or assigned:
<p>Purchase Order No. 22127</p>

EXHIBIT 1

U.S. CELLULAR
6701 E 41ST STREET
TULSA, OK 74145

Contract to be assumed and/or assigned:
<p>Account No. 940-304-883</p>

EXHIBIT 1

VARROC ENGINEERING PVT. LTD
E-4 MIDC WALUJ
AURANGABAD
MAHARASHTRA, 431136
INDIA

Contract to be assumed and/or assigned:
<p>Side Letter Agreement between Varroc Engineering Pvt. Ltd; Varroc Exhaust Systems Pvt. Ltd; Delphi Automotive Systems Pvt. Ltd., Delphi Automotive Systems LLC; Delphi Technologies, Inc. dated May 12, 2005; First Amendment dated July 15, 2006 to the Side Letter Agreement concerning production of catalysts from Delphi to Varroc Engineering Pvt. Ltd. and Varroc Exhaust Systems Pvt. Ltd.</p>

EXHIBIT 1

VERDE VISTA RESOURCES INC
405 E KENOSHA
BROKEN ARROW, OK 74012

Contract to be assumed and/or assigned:
<p>Purchase Order No. M41417</p>

EXHIBIT 1

VINSON PROCESS CONTROLS
1432 WAINWRIGHT WAY, SUITE100
CARROLLTON, TX 75007-4880

Contract to be assumed and/or assigned:
<p>Delphi Automotive Systems Confidentiality Agreement with Vinson Process Controls dated 10/29/2002</p>